

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
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RECORDATION NO.

16820

FILED 1423

MAR 30 1990 - 12 42 PM

RECORDATION NO.

16820

FILED 1423

INTERSTATE COMMERCE COMMISSION MAR 30 1990 - 12 42 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are eleven original counterparts of an Equipment Lease dated as of March 15, 1990, ~~together with four original counterparts of Amendment No. 1 to Equipment Lease dated as of March 15, 1990~~ ("Lease"), a primary document; eleven original counterparts each of a Lease Assignment dated as of March 15, 1990 ("First Assignment") and a Lease Assignment dated as of March 15, 1990 ("Second Assignment"), such Assignments being secondary documents related to the Lease.

The names and addresses of the parties to the foregoing documents are:

Lease

Lessor: Wilmington Trust Company, as Owner-Trustee
Rooney Square North
Wilmington, Delaware 19890

Lessee: GATX Capital Corporation
Four Embarcadero Center
San Francisco, California 94111

New Number

- A
- B

A

RECORDATION NO.

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INTERSTATE COMMERCE COMMISSION

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16820

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INTERSTATE COMMERCE COMMISSION

Handwritten: C. Kappler, C. Kappler

Ms. Noreta R. McGee
Interstate Commerce Commission
March 30, 1990
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First Assignment

Assignor: GATX Capital Corporation
Four Embarcadero Center
San Francisco, California 94111

Assignee: Wilmington Trust Company, as Owner-Trustee
Rodney Square North
Wilmington, Delaware 19890

Second Assignment

Assignor: Wilmington Trust Company, as Owner-Trustee
Rodney Square North
Wilmington, Delaware 19890

Assignee: The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

A description of the railroad equipment covered by the enclosed documents is:

Four hundred (400) two compartment covered
hopper cars bearing WC reporting marks and road
numbers 84000 through 84399, both inclusive.

Also enclosed is check in the amount of \$60 payable to the order of the Interstate Commerce Commission covering the required recordation fees.


Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Ms. Noreta R. McGee
Interstate Commerce Commission
March 30, 1990
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A short summary of the enclosed documents to appear in the Commission's Index is:

"Equipment Lease dated as of March 15, 1990 between Wilmington Trust Company, as Owner Trustee, Lessor and GATX Capital Corporation, Lessee; ~~Amendment No. 1 to Equipment Lease dated as of March 15, 1990;~~ Lease Assignment dated as of March 15, 1990 from GATX Capital Corporation, Assignor, to Wilmington Trust Company, as Owner-Trustee, Assignee; and Lease Assignment dated as of March 15, 1990 from Wilmington Trust Company, as Owner-Trustee, Assignor, to The Connecticut National Bank, as Security Trustee, Assignee, covering 400 covered hopper cars, WC 84000- WC 84399, both inclusive.

Very truly yours,


Charles T. Kappler

Enclosures
CTK/bg

RECORDATION NO 16820 ¹⁴
FILED 1425

MAR 30 1990 -12 45 PM

INTERSTATE COMMERCE COMMISSION

LEASE ASSIGNMENT

Dated as of March 15, 1990

Between

GATX CAPITAL CORPORATION
as Assignor

and

WILMINGTON TRUST COMPANY,
as Owner-Trustee under GATX Trust No. 90-1,
as Assignee

(GATX Trust No. 90-1)

400 3000 cf Covered Hopper Cars

LEASE ASSIGNMENT dated as of March 15, 1990, between GATX CAPITAL CORPORATION, as assignor (the "Assignor") and WILMINGTON TRUST COMPANY, as Owner-Trustee under GATX Trust No. 90-1, (the "Assignee").

WHEREAS, the Assignor, as lessor, and Wisconsin Central Ltd., as lessee, have entered into an Equipment Lease dated as of February 15, 1990 (the "WC Lease"), covering 400 3000 cf covered hopper cars bearing the road numbers of Wisconsin Central Ltd. as set forth in Schedule I hereto (the "Equipment").

WHEREAS, the Assignor is selling the Equipment to the Assignee and is leasing the Equipment, as lessee, from the Assignee, as lessor, and to effect such lease the Assignor and the Assignee are entering into an Equipment Lease dated as of March 15, 1990 (the "GATX Lease") covering the Equipment.

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereto hereby agree as follows:

1. As an inducement to the Assignee to enter into the GATX Lease, and to lease the Equipment to the Assignor thereunder, the Assignor, as security for its obligations as lessee under the GATX Lease, hereby assigns, transfers, and sets over to the Assignee, its successors and assigns, all of the right, title, and interest of the Assignor in and to the WC Lease and the immediate and continuing right to receive and apply all rents due and to become due thereunder.

2. The terms of this assignment are set forth in Section 19 of the GATX Lease, and reference is made thereto for the rights, duties, benefits, and obligations arising under this assignment. This instrument is being entered into solely to show for the public record the assignment contemplated hereby and by Section 19 of the GATX Lease, which Security Agreement is being simultaneously filed and recorded herewith pursuant to section 11303 of Title 49 of the United States Code.

3. This assignment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

4. Although this assignment is dated as of the date first above written for convenience, the actual dates of execution hereof by the parties hereto are respectively the dates set forth under the signatures hereto, and this assignment shall be effective on the latest of such dates.

IN WITNESS WHEREOF, the parties hereto have each caused this assignment to be duly executed by their respective officers thereunto duly authorized.

GATX CAPITAL CORPORATION

By *Penelope A. Kichen*
Its VICE PRESIDENT

WILMINGTON TRUST COMPANY, not in
its individual capacity but
solely as Trustee under GATX
Trust No. 90-1


By _____
Its _____

IN WITNESS WHEREOF, the parties hereto have each caused this assignment to be duly executed by their respective officers thereunto duly authorized.

GATX CAPITAL CORPORATION

By _____
Its _____

WILMINGTON TRUST COMPANY, not in
its individual capacity but
solely as Trustee under GATX
Trust No. 90-1

By 
Its Assistant Vice President

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this 28th day of March, 1990, before me personally appeared David T. Fontelle, to me personally known, who, by me being duly sworn, says that he is a A. V. P. of Wilmington Trust Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Patricia Quance
Notary Public

My commission expires 4/30/91

STATE OF _____)
) SS.:
COUNTY OF _____)

On this _____ day of March, 1990, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a _____ of GATX Capital Corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires

STATE OF _____)
COUNTY OF _____) SS.:

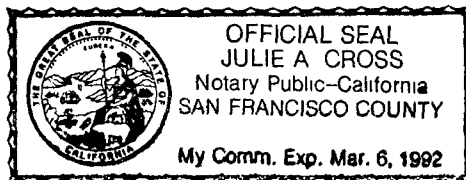
On this _____ day of March, 1990, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is a _____ of Wilmington Trust Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) SS.:

On this 28th day of March, 1990, before me personally appeared Penelope A. Teicher, to me personally known, who, by me being duly sworn, says that she is a Vice President of GATX Capital Corporation, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires 3/6/92

Notary Public

FOR ATTACHMENT ONLY TO THE LEASE ASSIGNMENT DATED AS OF MARCH 15, 1990.

SCHEDULE I

DESCRIPTION OF ITEMS OF EQUIPMENT

Manufacturer of Equipment: Bethlehem Steel Corporation

Description and Mark and
Number of Items of
Equipment:

<u>Number of Cars</u>	<u>Description</u>	<u>Purchase Price Per Car</u>	<u>Total Purchase Price</u>
400	3000 Cubic Feet, 2 Compartment Covered Hopper Cars, Marked and numbered WC 84000 through 84399, both inclusive	\$46,328.60	\$18,531,440

(GATX Trust No. 90-1)